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## Community State Partnership Program

*The Art Of*

# Board Development

COMMUNITY/STATE PARTNERSHIP PROGRAM

# The Art of Board Development

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# P R E F A C E

One of the main goals of the Community/State Partnership (CSP) Program is to facilitate and promote the stabilization and health of the many arts and cultural organizations throughout the state of Utah. This handbook is one of the ways we attempt to fulfill that goal. This book is a companion handbook to two others currently published by the Utah Arts Council CSP program. We have recently revised *The Art of Forming a Nonprofit*, a guide to incorporating and obtaining an IRS 501c3 designation and have published a handbook on volunteers, *The Art of Volunteer Development*. These three handbooks will soon be available on our website at [www.arts.utah.gov/CSP/](http://www.arts.utah.gov/CSP/). Feel free to peruse them there or download for use within your organization. We hope they will assist in your efforts to create healthy organizations by meeting the demands of a changing nonprofit environment.

This handbook focuses on arts and cultural organizations and some of the problems unique to these types of organizations. However, most of the material presented is equally useful for any nonprofit organization. Every nonprofit struggles with board development and leadership issues. Unfortunately, there is no cookie cutter remedy to these issues. As a nonprofit leader, you should establish an understanding of the tools available and adapt them to your organization's needs. Every nonprofit has its own evolving culture and to dictate a set rule of governing principles that would work for all cultures would be impossible. Instead, I have sifted through the latest research and literature on nonprofit boards and leadership, added to that my 18 years experience in the field of nonprofits, and given you an array of ideas and tools to consider adapting to your own unique style of leadership.

The material presented herein is not all encompassing. It is just a tool. Your own assessment of your organization and leadership style is most important. Your leadership challenge is to use some of these tools to make your assessment and develop your board to meet the needs and fulfill the vision of your organization. I wish you well on that ever-changing journey.

Anna Boulton  
Community/State Partnership  
Program Coordinator

# INTRODUCTION

It was a typical Monday morning at the office when the phone rang. I answered with my usual greeting and heard a tentative voice on the line say, “Anna, I need your help with my board.” I sensed what was coming next. “I can’t get them to meetings anymore. They were such a dedicated group of people but now it is like the honeymoon is over. I’m burning out because only a few of us do all the work. What can I do to get them recharged?” This is not an isolated plea. I have answered many similar phone calls on a weekly basis. All these conversations ask the same question in different ways, “How can I get my board to be better?” I encourage boards to ask that question because only those that do will have the desire to find the answers and strengthen their organization.

Too often I see boards struggle to overcome the challenges of organizational change—apathetic members, obsessive founders, and egocentric, unruly board members. The organization’s mission gets lost in the morass of internal power struggles and lack of direction. The hours lost in these issues are unnecessary and often heartbreaking.

This handbook addresses some of the issues and challenges that set up roadblocks to success, as well as some of the basics to board development. Chapter headings are in the form of questions that are frequently asked by board members, executive directors and board chairs. Although it is impossible to address all the issues that emerge in the boardroom and in board development, these questions encompass a large share of them.

This handbook includes a section at the end of each chapter entitled, *Practicum*. In this section, you will find some suggested ways to apply the material discussed in the chapter from the perspective and role of a Board Member, Board Chair or Executive Director (Chief Executive). These ideas are not meant to be prescriptive but simply a starting point for further adaptation within your organization.

As you read this handbook, I hope you will feel inspired and reassured that you can make a difference in building a strong and effective board. I have a great deal of faith in the leaders of our nonprofit organizations today. You awe and inspire me with your fortitude in pursuing your dreams despite the obstacles in your way. I dedicate this handbook to you as leaders who keep dreaming, keep learning, and keep trying.

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## Do we really need a board?

*Boards are the lifeblood of a nonprofit organization and become the chief mission advocates within the community.*

This is a question that is not only asked when a person or group of people decide to form a nonprofit, but at various times throughout an organization's existence. The problem lies in the perception of value. If the board is viewed as only a group of figureheads or as an appendage to the organization with no real effectual purpose, the value of the board is never realized. Before a board can be effective, we need to be convinced that **boards really matter**. Maureen K. Robinson (2001) states this premise succinctly in her book, *Nonprofit Boards That Work*,

Most boards are never given opportunities to frame a vigorous defense for their existence or to build their performance in ways that establish that they do in fact matter. Boards have the potential to bring substantial value to the work of an organization but that value will remain largely untapped if it is not understood, articulated and cultivated (p. 13).

In actuality, lawmakers do place a great deal of value on boards as an entrusted entity of a nonprofit organization. Boards should be valued for what they are: a trustee of the public's interest. When the public entrusts an organization to provide the service they said they would provide, boards ensure and are responsible for that trust. This is a citizen's motivation to make a donation to a local cancer drive, to produce a community play, or to purchase that turkey to be given to a needy family for Thanksgiving. The board maintains the integrity of that donation and is held accountable for the organization's mission.

In addition to trust and accountability, board members serve as environmental analysts for your organization. They have “outside” eyes and ears and give the feedback that allows the organization to effectively use its resources to serve the public in a changing environment. Often the internal staff is too focused on the day-to-day functions of the organization to really take stock of the outside environment. An effective board will listen to the constituency and interact with outside influences to assess the current needs and how the organization’s current operating strategies fill those needs.

No one entity can have more influence than the board as an advocate for the values, vision and mission of an organization. Board members are often “movers and shakers” in the community and have a wide area of influence. However, even the least influential board member can be a passionate advocate of the mission of an organization. Because they are in a volunteer position, their desire to give their time and resources to that mission speaks volumes to your constituency.

Finally, one of the most powerful reasons to value a board is their potential for raising money. Often they offer a wealth of experience and a web of relationships to your fund raising efforts. Many have served on other boards and understand the fundamentals of fund raising while others bring knowledge of resources and the connections to sources of financial influence.

There is no more potentially powerful group of people than a board of trustees of a nonprofit organization that represent a common goal and share the same passion and vision. Each board member should consider this their strongest contribution to the success of the organization.

In summary a board should be valued for:

- Trust and accountability to the public
- Environmental scanning
- Advocates for the organization’s mission
- Resource gathering



## IDEAS & TOOLS TO USE THIS INFORMATION

### **As a Board Member:**

- Stay in tune with the outside environment and how effective your organization is in adapting to changes that occur.
- Value new board members for the strengths they bring to the group.
- Be a representative for your organization in all facets of your life. Know the mission and vision of the organization and share it often. Be ready to describe the organization's mission in the check-out line at the grocery store.
- Recognize potential sources of funding and serve as the link the organization may need to tap into those resources.
- Know your fiduciary responsibilities and perform that role with integrity.
- Be sure you understand the differences between for-profit and nonprofit accounting.
- Establish best practices and a code of ethics.

### **As a Board Chair:**

- Ensure that each new board member understands his/her fiduciary responsibilities when asked to serve on the board.
- Set aside time at board meetings to discuss the outside environment and lead an open dialogue of how the organization might respond to that environment.
- Help the board members identify any potential resource, both financial and knowledge-based, they have in the community. Often, they are unaware of their range of influence and an open discussion on a regular basis can lead to new resources.
- Express your enthusiasm for the mission of the organization often.

### **As an Executive Director:**

- Take advantage of every opportunity to express thanks to board members for their contributions.



- Value the sources of information about the environment that the board can be. Take time during planning sessions with the board to formally discuss these. Stay tuned to meeting discussions for new information and be open to ideas that are generated from these discussions.
- Establish a regular mode of assessing board links to resources and information.
- Orient new board members to board responsibilities and nonprofit law.
- Use implicit and explicit modes of communicating the value of the board to the success of the organization.

## What are the fundamental roles and responsibilities of a board?

*Every board member, no matter how experienced, should receive some training or material on board roles and responsibilities*

There is a plethora of information today on nonprofit governance and the regulations to which boards need to adhere. To simplify all the somewhat complex information available, the six basic responsibilities of a board are listed and explained below. Some of the roles and responsibilities may be interpreted in a broad sense, while others are very defined by nonprofit law. How these roles and responsibilities are communicated to board members is crucial to the health of the organization and often the cause of misunderstandings between board and staff. Every board member, no matter how experienced, should receive some training or material on his or her most basic responsibilities. The mode of this information can run the gamut from a simple orientation packet or interview to an ongoing sequence of training as part of regular board meetings.

### Six Basic Responsibilities of a Board

1. Establish and maintain financial accountability and a code of ethics
2. Establish mission, program, and organizational plan
3. Select, evaluate, and support the chief executive
4. Establish policy and procedures
5. Ensure adequate resources
6. Serve as advocates and ambassadors in the community for the work of the organization

*Establish and Maintain  
Financial Accountability and  
a Code of Ethics*

Often in board responsibility lists, financial accountability is not at the top. In my opinion, it should be. The public trusts the board to assure that the finances contributed to the organization are distributed according to the mission of the organization. For this reason, the board alone is held accountable and liable for the fiduciary functions of the organization according to law. Yet, how many board members tend to zone out during board meetings when anything that even hints of “finances” is discussed or reviewed. Often this is due to complicated spreadsheets and even more complicated explanations of line items or depreciation clauses. The single most productive way to clear up this financial fog is simply to ask questions. A board member, even a banker, is not expected to have the financial background to know everything about nonprofit financial procedures. No question is a bad question when it comes to fiduciary responsibility and every board member not only has the right to ask them, but the responsibility to ask for clarification.

Of course, those responsible for preparing the documents to be reviewed would be wise to present information with clarity and be prepared to answer any questions. If anything is not clear or easily explained, board members should immediately be suspicious. Even the most established organizations with high levels of trust have been subject to fraud.

As a board member, you should be familiar with general nonprofit tax exemption law. You should understand the IRS exemption status of your organization, be familiar with the 990 form and be sure that it is submitted by the organization as well as available to the public upon request. It is surprising how many organizations fail to fill out the required 990 form or are reluctant to make them available when requested. There are several watchdog organizations such as the National Charities Information Bureau and many foundations that make use of the information reported in the 990.

Recently, in Utah, the Utah Nonprofits Association has spent a great deal of time with representatives from various nonprofit organizations to comprise a list of nonprofit ethical practices. These guidelines are published on their website at [http://www.utahnonprofits.org/stds\\_eths.html](http://www.utahnonprofits.org/stds_eths.html). If you are a new organization, these will serve as a guideline as you set up your policies and procedures. If you are more established, they serve as a good method of assessing your board and organization and setting new standards during your planning sessions. I would highly recommend reviewing them with your board and discussing a method of implementation.

## *Establish Mission, Program, and Organizational Plan*

Because the law obligates board trustees to limit their activities to those covered by the mission statement as contained in the bylaws, it is crucial that the mission statement includes not only a broad enough purpose statement to encompass the many possible activities of the organization but also gives specific guidance on the direction the organization should take in its programs and activities. Often, it is a complex task to write a mission statement, but the board must grapple with it and come to a decision. Mission statements are organic and should have a regular review process to adjust to the internal and external environmental forces. Again, this is one of the reasons to value the “outside” view of board members.

Much has been written about mission statements and how they should be worded. Some suggest short succinct verbiage, while others maintain that the statement should be long enough to encompass everything the organization does. Brevity is beneficial to allow board members and staff the ease of being able to state the mission to potential donors or future board members. However, the best mission statement is one that allows both the staff and the board to focus their roles and ideas on what makes your organization unique, i.e. what do you do that serves in a unique way. It should focus on the outcomes your organization seeks to achieve.

The best way to determine this is to begin with defining the shared values of those who serve in the organization. Why do you want to give your time and energy to the organization? What underlying values do you have? In the arts and cultural organizations, it can simply be your own personal experience with an art form and how it has affected your life or the lives of those you are close to. Values can range from a sense of community to lifetime learning to a simple form of faith. By collectively voicing these shared values, you connect to one another and to a common cause. This collective force or passion is the energy that drives the organization to fulfill its mission.

Another worthwhile exercise is to allow both staff and board to articulate their vision for where they see the organization going in the future. By sharing these dreams, the board and staff can look for common themes and begin a dialogue of a shared vision of the future. Every board should have some type of visioning exercise before beginning any long term planning process. This exercise will assure that everyone is heading in the same direction-- to the same future picture of what the organization will look like and accomplish.

The planning process itself can take many forms. The procedure is not as important as the **thought and action** it creates. Board members should understand why planning is critical to the organization. The *Nonprofit Board Answer Book* lists some of the reasons why strategic planning is so important:

- *Survival.* There is no guarantee of survival, no matter how compelling a mission you have. The board must set in place a planning process to address burning questions.
- *Achieving the mission.* It is crucial that board and staff stay focused on mission. Strategic planning reevaluates the mission and helps keep that mission-focus.
- *Reality Check.* Strategic planning can identify the realities that must be addressed sooner rather than later.
- *Focus.* The planning will help determine which actions bring the most results, which old activities are no longer significant, and where the majority of resources should be directed. (Again, using those “outside” eyes and ears)
- *Consensus and ownership.* During the planning process, dialogue about how well the organization is doing and what it should be doing next, creates a sense of ownership.
- *Effectiveness.* Some nonprofits are good at doing the wrong things. In a world of limited resources, choosing the best among the good is difficult and requires regular, conscious strategic thinking.
- *Leadership review.* Strategic planning can help the board determine what the trends require concerning the issue of whether and when a leadership change is needed. (a strategic planning grid is included in the appendices)

*Select, Evaluate, and Support  
the Chief Executive*

If your organization has a chief executive (executive director), you will soon realize that this person greatly influences the culture of the organization and how your constituency perceives it. Because of this influence, it is a crucial responsibility of the board to select the kind of person who will represent the organization well and handle the day-to-day operations as directed by established policies and procedures.

Trustees should agree upon a job description that lists both general responsibilities and specific tasks of the chief executive. They should talk about their expectations and decide together what kind of person they are looking for. It is critical that this person has values that align with the collective values of the board and organization's mission. Even the best manager may misguide the organization if he or she has misaligned values.

Supporting the chief executive should be an ongoing attitude that is expressed often. This issue will be addressed in chapter seven on board and staff relationships. Evaluation and ongoing feedback should also be an expectation that is addressed before the person is hired and provided on a regular basis. The board can decide on what type of evaluation works best for the organization and should have a policy in place to address the possibility of having to let the executive go if necessary.

### *Establish Policy and Procedures*

In addition to keeping the bylaws updated and enforced, the board should establish any new policy or clarify existing policy that is needed to fulfill the mission of the organization. Some of the policy the board will want to look at periodically or as the need

arises includes, but is not limited to:

- Board member terms
- Board structure and committees
- Meeting structure
- Attendance policies
- Financial policies
- Membership guidelines
- Officer terms and elections
- Partnership agreements
- Fund raising procedures
- Personnel and volunteer policies

### *Ensure adequate resources*

The board sets the tone of giving to the organization by committing time and financial resources. Often a potential funder will ask how much financial support the board gives to the organization in order to understand the level of support and commitment from the board members. This is sometimes a controversial issue, especially for smaller

organizations. I am often surprised by a group of people who are forming a nonprofit and cannot come up with the less than \$200 required to obtain their 501c3. Even with a small board of only four or five people, this is a small token of commitment to the future of the organization. Often exceptions may need to be made, but generally most board members can set the example for the community and make a financial contribution to the organization.

The board's role in fundraising is just as important. As was stated earlier, most board members have a wide range of influence and should be willing to share their knowledge of these contacts in fundraising efforts. Often, they can be a link to a potential funder and can open the door by setting up appointments or arranging a lunch meeting. This can be just as beneficial as the board member actually doing the "ask." Ultimately, board members can assist in many ways in fundraising efforts. How this assistance will be structured depends a great deal on the size of the organization and if there are staff members designated to do fundraising or if the board is an all-volunteer board.

*Serve as Advocates and Ambassadors in the Community for the Work of the Organization*

This was covered in the first chapter on the value of board members but should be emphasized as a crucial role of each board member. Effective boards form links to the community the organization serves, its stakeholders or constituency. The board is the ambassador for the organization that listens to them and communicates with

them about the organization and its mission. An example of this would be having board members participate in a radio broadcast about the organization.

Nonprofit organizations are being scrutinized more than ever by the government and the public. Board members need to understand their basic roles and responsibilities to enable them to set a clear direction for the organization and the people who will implement the work of the organization. Clarity of these basic roles and responsibilities can energize the organization and contribute to the overall health of the community.

...I urge all nonprofit board members to be ambassadors, not just of your organization's mission, but to encourage board service and a more enlightened understanding of the nonprofit sector's role in strengthening communities.

Marianne P. Eby, /Acting CEO, Boardsource

## Legal Responsibilities

In addition to the six basic responsibilities, a board member must meet certain standards of conduct according to well-established principles of nonprofit corporation law. Most of the basic responsibilities are covered within these standards. The standards are usually described as the duty of care, the duty of loyalty, and the duty of obedience and are the legal expression of the standards that will be used in any potential court action against a board member.

### ***Duty of Care***

The duty of care describes the level of competence that is expected of a board member. This duty is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

### ***Duty of Loyalty***

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions that impact the organization. This means that a board member should never use information obtained as a member for personal gain, but must act in the best interests of the organization.

### ***Duty of Obedience***

The duty of obedience asks that board members be faithful to the organization’s mission. They are not permitted to act in any way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public’s trust that the organization will manage donated funds to fulfill the organization’s mission.

Taken from *The Legal Obligations of Nonprofit Boards: A Guidebook for Board Members* NCNB, 1997.





## IDEAS & TOOLS TO USE THIS INFORMATION

### **As a Board Member:**

- Express your support for the executive director whenever possible.
- Periodically scrutinize the bylaws to ensure that existing policy supports the mission of the organization.
- As the eyes of the organization, scan the environment and listen to how others perceive your organization. Use this information to evaluate the current health of the organization. Be open to the idea that change may need to happen to ensure that health.
- Never be reluctant to ask questions in board meetings.
- Make the time to learn about your roles and responsibilities as a board member. If you are new to the organization, find another board member with an “institutional memory” and learn about the history of the organization.
- Set the example for the community and make a financial contribution to the organization.
- Establish a code of ethics for your organization that everyone feels comfortable with.
- Take strategic planning seriously. Understand the mission, vision and values of the organization and help establish long and short term goals within that framework.

### **As a Board Chair:**

- Consider leading the board in a discussion about ways they can be advocates for the organization.
- Make board development a part of every meeting. Devote at least 15-20 minutes at a designated time, usually after business, for learning more

about their role as a board member. Consider bringing in experts to teach how to read a financial statement, what a 990 form is and other areas of general board member knowledge.

- Keep the mission statement in front of board members at board meetings, both physically and figuratively. When the discussion needs to be redirected to the mission of the organization, it will be there to remind everyone.
- Don't be afraid to make needed changes. As a leader, you are in a position to create awareness when changes in policy or mission may need to be considered to ensure sustainability of the organization.
- Set the example for the board by generously contributing both time and financial resources whenever possible. Also, let the board members observe your willingness to influence others to contribute to the organization.

### **As an Executive Director:**

- Assist the Board Chair in establishing a “learning organization” by educating board members about their roles and responsibilities on a regular basis.
- Keep the mission statement in clear view. Include it in the minutes and regular mailings. Continually express your passion for the mission of the organization.
- Because you deal with the day-to-day operations, you can be a “reality check” for the board during meetings. Be sure and express concerns and contribute your experiences to the board meeting discussions. This allows the board to make more informed decisions.
- Prepare board information such as budget and IRS forms in as simple a language as possible. Be open to questions when presenting the information to the board. Often visual charts etc. of the information is helpful.

## Mission, Vision, Values Worksheet

**MISSION:** a short, comprehensive statement of purpose.

The mission statement identifies what an organization does (or should do) and for whom it is done. This statement is a valuable tool for directing, planning and implementing the organization's activities. It should not only embody the organization's values but should also indicate the principal services or products provided; reflect the organization's self-concept and image sought; and identify the clientele served. Even though a board may choose to revise the mission statement, it should be all encompassing to allow the organization to achieve its vision, and reflect the ultimate rationale for the existence of the organization.

When writing a mission statement, address the following questions:

- ☐ Who are we?
- ☐ What do we do?
- ☐ For whom do we do it?
- ☐ Why do we do it?
- ☐ Why are public resources devoted to this effort?

**VISION:** a compelling conceptual image of the desired future.

Vision provides a picture of the organization's ideal future. It is a critical ingredient for change. A vision inspires and challenges the board. It is the standard by which progress is measured. Its structure is less important than its effect on the values and motivation of every member of the organization.

When integrated with mission and values, vision comprises the unique "organizational identity." Linking vision, mission, and values then creates a powerful synergy and compels the organization forward. "Without a vision, there is no inspiration. But a vision without a mission is an impractical notion. A mission without values could lead to an 'ends justifies the means' credo" (Association of Performing Arts Presenters)

A vision statement should answer these questions:

- ❑ What are our aspirations?
- ❑ What do we desire to accomplish?
- ❑ What will our organization look like in the future?
- ❑ What is our ideal future?
- ❑ How do we wish to be known by our members, constituency and community?
- ❑ How will our organization enhance the quality of life for those who use our services?

VALUES: core values describe how an organization conducts itself in carrying out its mission.

Values are human factors that drive the conduct of an organization. Values express common beliefs and values that can be embraced by the whole organization. They serve as criteria for judging the decisions, choices and selection of strategies. Values often become a subtle component of the organizational culture and often difficult to examine.

### Criteria for Expressing Values

- A guiding value expresses a core value or fundamental belief in decisive language.
- Values should express common beliefs and values that can be embraced by the whole organization.
- Values should be constructed so that decisions about the kinds of structures, systems and skills required will help make the vision a reality.

Taken from a training manual of the Association of Performing Arts Presenters, 2002



## What are the qualities of an effective board?

### *How do you know when a board is an effective governing body?*

**S**o you said yes when asked to serve on the board. You have been to at least three meetings and are finally feeling like you are comfortable enough with the group to share your ideas and thoughts. The trouble is you are not sure how you can contribute in a meaningful way to the organization. Why?

Just sitting through a meeting and voting does not motivate people to be committed to an organization. Board members need to see the results of their involvement and participation, not just make it through another meeting. They need to connect what they do with what the organization needs from them. In order to be effective, boards need to feel that they are making a difference.

How do you know when a board is an effective governing body? How can you generate the synergy so evident in some organization's boards and so obviously missing in others? Let's take apart an effective, synergetic board and look at the components. These components are, in effect, the same as those seen in effective teamwork. In essence, building a productive nonprofit board is teambuilding. The very nature of the mission of nonprofits is to work as a team. The following are effective team characteristics and suggested ways to promote that characteristic within your nonprofit board:

Individual board members work together, unselfishly, in a coordinated effort to accomplish similar goals. This is evidenced by a 'we' orientation in communication and behavior rather than a 'me' orientation. Ways to promote this characteristic include:

- Establish clarity about mission and vision of the organization.
- Continually ask for input from board members as the organization works on long term planning.

- Make the mission statement a part of every conversation about policies and programs.

There is an open communication climate among members. Interaction is encouraged and everyone feels that her/his opinion is valued.

- Establish a trust level by allowing board members to get to know each other personally at outside social events or board retreats.
- Structure meetings so everyone has a chance to voice opinions and no one is criticized for their input. Sometimes just having a round robin or brainstorming session about an issue will contribute to this open climate.
- Encourage board members to use descriptive language rather than language that is evaluative. An example of this is: “She has only participated in the discussion a few times. (Descriptive) versus the statement, “She is too passive and never wants to contribute to the discussion.” (Evaluative)

Members are interdependent. They realize the strengths of individual members and depend on each other to accomplish their shared goals.

- Continually assess current board member strengths and talents.
- When a new board position opens, look for people with strengths and talents that will add to the collective ability of the board to accomplish the mission.

Board members agree upon a set of operating procedures and decision-making norms and continually assess their performance within those procedures, making changes as needed.

- A yearly personal evaluation as well as a team evaluation should be the norm. Sample evaluation forms are included in this handbook on page 51.

Conflict is not avoided but acknowledged as inevitable. Members deal with conflicting opinions in an open, non-threatening climate.

- When conflict arises, have a procedure to allow all opinions to be voiced and decisions made so everyone feels the conflict has been addressed. This may involve appointing a special committee to evaluate the issue or postponing the final decision until the climate is less emotionally charged. Do not, however, avoid the conflict altogether unless the issue is deemed too trivial to spend time on.

- In some cases, a conflict resolution plan should be developed and implemented. When conflict becomes a personal issue for some board members or is continuously interfering with the decision making of the board, intervention is needed. An agreed upon plan can facilitate that intervention.
- Often, conflict can be avoided by changing the structure of the board meeting to minimize opportunities for negative or personal attacks. For example, using a consent agenda can keep the board focused on more pertinent issues. Chapter Four discusses meeting structure further. Some types of decision making can also create a more competitive environment. If you find this to be the case, discuss this as a board and look at other possibilities that promote a more collaborative approach.
- Conflict can be a growth experience and often contributes to the trust level within the group.

Board members value their membership in the group and want to remain in the group because they derive satisfaction from interacting with each other.

- Be sure to address membership needs with outside social events, board retreats, pre-performance gatherings, etc.
- Continually check the “climate” of the group by asking board members how they are feeling about being on the board.

There is nothing more satisfying than being part of an enthusiastic, synergetic group who accomplish their goals. When a board culture encourages a teambuilding attitude and has these characteristics of an effective team, problems with recruiting and retaining board members disappear. **Effective boards build strong organizations and strong communities.**





## IDEAS & TOOLS TO USE THIS INFORMATION

(In addition to the suggestions already addressed under each quality)

### **As a Board Member:**

- Adapt a 'we orientation' and overcome the desire to compete with others in the group.
- Realize your own strengths and contribute them freely to accomplish goals of the organization. Learn to depend on others and value what they offer to the group.
- Learn to embrace diversity in all forms. Be descriptive rather than evaluative when you have a different opinion. Be open to new methods and ideas.
- Always ask for clarification of information if you are not sure you understand.
- Keep the mission of the organization in mind during any decision making process.
- Understand the policies and procedures of the board.

### **As a Board Chair:**

- Educate new members on the group norms and decision-making procedures.
- Encourage an open discussion climate. Set the tone for idea sharing and open participation.
- Recognize the strengths of individuals and how they can contribute to the whole.
- When conflict arises, recognize it and encourage an open, descriptive discussion of the issues. If the conversations taking place in the parking lot after the meeting are longer than those in the meeting, you know members are not truly sharing with the group.
- Incorporate assessment into board meetings to allow the board members to give feedback about other members, individual issues and group norms that they may not raise with the whole board.
- Value everyone's perspective.

### **As an Executive Director:**

- Share information with the board that they need to know in order to make collective decisions on policy.
- Adapt a “we orientation” in your communication.
- Recognize and value strengths of individual board members.
- Even though you are not a voting member, realize your role in setting the tone of cohesiveness. You are the link between the day-to-day realities of the organization and the decisions of the board.
- Be open to new ideas and methods. Be willing to make changes in order to meet organizational goals.



## What type of board structure works best?

*Two important questions to ask before deciding on your board structure . . .*

Since no two organizations are alike, there is no single ideal way to structure a board that will meet the needs of all organizations. I am often asked questions like, “What size of board is the best? How long should our board members serve? How many meetings do we need to have?” and my initial response is always, “What are your organization’s needs?”

The nature of boards does not contribute to easy answers. Membership on a board is in a constant state of flux with new members coming and old members leaving. Some members are veterans serving a second or third term. Others are just beginning, while the majority are somewhere in between.

Nevertheless, structure of the board should answer two important questions: **What functions of the organization during the coming two or three years does the board need to fulfill? What type of structure would best serve those needs?** In the most productive boards, form follows function. This is not to say that you throw out your traditional form of structure set in the bylaws and begin anew every two years or so. There needs to be a balance between continuity and innovation. The key here is *flexibility*. Be flexible enough to take stock of the structure every year and ask some important questions. If the board structure is getting in the way of board members’ ability to fulfill organizational goals, then have the collective courage to change the structure.

Let’s look at several aspects of board structure with a “flexibility lens,” to get an idea of how this can be done. If you are just beginning to put a board together, you will have even more flexibility as you consider the following.

## Type of Board

Regardless of the different nomenclature for boards, all boards of trustees for nonprofit organizations are governing boards who have the basic six responsibilities outlined in Chapter Two. Current law in the state of Utah requires that the board of trustees consist of at least three members. Other than that requirement, the governance approach is up to the board to decide. There are many models of governance in the field. These are basically different approaches to governance. For example, an article in *Nonprofit Quarterly* examined 20 Canadian nonprofits and their governing approaches. Author Mel Gill culled the results of this study into eight basic models of governance to include:

1. **Operational:** The board manages and governs the organization.
2. **Collective:** The board and staff function as a team in decision making, and the board is sometimes involved in management.
3. **Management:** The organization is managed by the board through committees, sometimes with a staff member.
4. **Constituent representation:** Board members are elected by the public or members.
5. **Traditional:** The board governs through functional committees, and management is left to the chief executive.
6. **Results based:** The chief executive is an influential, nonvoting partner with the board, and committees are structured around board responsibilities.
7. **Policy governance (Carver):** The board establishes policies that determine goals, methods, and limitations, and the chief executive determines the means to achieve goals.
8. **Advisory board:** Also known as the rubber-stamp board, the chief executive selects and dominates the board.

Full text of the report is available online at [www.nonprofitquarterly.org/section/313.html](http://www.nonprofitquarterly.org/section/313.html)

Many boards fall into one of these basic models while others are hybrids of one or more of the models. In essence, what is important is how functional the board is for the mission and current stage of development of the organization. Once again, flexibility and continuous assessment are critical in determining the best approach for your board.

## Size of Board

Most experts on nonprofit management advise smaller rather than larger boards. The reason for this is to create more of a team mentality and a flatter structure. The more people on the board, the less likely this will occur. As a group increases in size, decision making, trust building, quality personal interaction etc. is reduced. If you want your board members to feel part of the team and advocate for the organization, you need to carefully consider whether the structure you have promotes or prohibits this.

However, one size does not fit all. Your board size should reflect the functions of the organization needed to accomplish the mission. For example, a typical arts council of a mid-sized community may range from 6 to 12 members. For the sake of discussion, let's say you are a typical arts council and currently have 9 board members. This number has worked out well the past 8 years of your organization's existence. However, this year as part of your strategic plan (based on a constituent survey) you have decided to begin an arts festival that will take place in the business district of town. You want this to be a successful event that will involve the entire community including your Chamber of Commerce. The Chamber is very excited about partnering with you and has found a large sponsor to underwrite most of the festival expenses. The sponsor, however, insists that they have at least one representative serve on the board for the length of time they are supporting the festival. The Chamber has also expressed an interest in having several board members represent the business section of town. Neither request is out of line. The festival meets the goals set according to the organization's mission to increase the cultural offering in the community.

As a board you can do at least two things: 1. Say no...our bylaws prohibit this but maybe we can set up an ad hoc committee or an advisory body to include those people; or, 2. Create two or three new positions on the board and change the bylaws. Both meet the needs of the organization's goals to increase cultural offerings by holding an arts festival. In this case, the most contributing factor the board would need to consider would be the ongoing support of the Chamber and the sponsor. Also, ad hoc and advisory committees are usually valuable solutions to a temporary need, and, in this case, the arts festival is not expected to be a temporary event. Changing the board structure would be the best solution.

## Term Limits

Term limits tend to be a touchy subject with many board members. The question is often asked, "Why rotate board members when it is so hard to find good ones and the current members are so productive?" This is an especially sensitive issue with newly formed organizations that are driven by the passion of the founder (usually

serving as Board Chair). It is true that when you institute term limits, you often lose good people. However, even good, productive people can become bogged down with the same issues and perspectives. Most people are interested in serving on the board for a limited time and eventually want to move on. Having new perspective is like fresh air to a board and recruiting new board members promotes a diverse examination of the organization.

Term limits can also contribute to better recruitment opportunities for new board members. Nobody wants to serve on an antiquated, stagnant board; but an active, energetic board appeals to potential board members. Also, look at past board members who have had a good experience with their limited time on the board as potential recruiters for new board members. Former board members create a wider circle of people who know your organization well and can continue to be ambassadors in your community. You can continue to engage them in other ways in the organization.

## Meetings

Nonprofit law in Utah states that you will need to meet at least two times a year. Beyond that, your bylaws or policies can set the number of meetings needed each year and the attendance requirements. Is it possible that you may need to meet every month for one year and only three times the next? Maybe your organization just received a major donation and has decided to build a new performing arts center. How would this new development change the nature and amount of your meeting time? The number of meetings should directly relate to the needs of the organization's strategic plan and should be flexible enough to respond to environmental influences or crises.

Meetings serve a crucial purpose with governing boards. They are the place where much of the board's interaction, interdependency and decision-making occur. They are central to the board's effectiveness. Yet, often boards will continue to meet the same way year after year. Sometimes, those who put together the agenda will create agenda items just to fill the usual meeting hours or important business will be delayed until the next scheduled meeting.

Building an effective board agenda is not an easy task. Using flexibility can be a key. However, being too flexible sometimes can add to the chaos and lack of direction. Consider the following suggestions when building a board agenda and talk to your board members about what works for them.

1. Send a consent agenda out to each board member at least a week before the meeting and have the board vote on the entire slate, after any questions, with

one vote. By adopting the consent agenda, the organization commits to getting the necessary information and reports out to the board members well in advance. This would include committee reports, financial reports etc. To ensure that board members get a chance to ask questions or raise issues, a particular item may be removed from the consent agenda for discussion later at the meeting. The consent agenda basically moves the focus from old business to the future.

2. Before issues are placed on the agenda, use the following three tests from *Nonprofit Boards That Work* by Maureen K Robinson (2001, pp. 49-52):
  - a. **The test of importance:** Does the issue touch meaningfully on the values of the organization? As we think about, discuss, and act on an issue, are we faced with concerns about a principle of importance to us, or a value that is integral to our sense of who and what we are as an organization. What about public opinion and perception? Is the board going to be happy living with a management decision if it has to defend that decision in a public arena.
  - b. **The test of scale:** Is an issue genuinely a big deal? Does it have significant financial or personnel ramifications?
  - c. **The test of consequences:** The mission demands that the organization accomplish some part of its purpose and the board's responsibilities demand that some accounting take place to measure whether the mission is being met and whether resources are being used wisely.
3. Structure meetings around the question of what you are trying to accomplish.
4. If necessary, schedule themed meetings when an issue is of such importance that the board needs to set aside an entire meeting to talk about it. This may be in the form of a board retreat.
5. Know and use a consistent protocol for your meetings. Robert's Rules of Order is perhaps the most widely known set of rules for the conduct of meetings, though it is not the only one. Use the Decision Making section on page 23 as a guide to your own preferred protocol.

**NOTE: A Parliamentary Procedure guide and a Board Meeting Evaluation form are included in the Appendices**



## Committees

Using a “flexibility lens” when setting up committees means simply letting the function determine what committees are needed. Some standing committees will always be a part of the board such as a nominating committee. However, consider this scenario: You have just completed a planning retreat with the board and one of the goals is to begin a capital campaign to raise money for a new theatre. In the past, your committees have consisted of a board development committee, an executive committee, a finance committee and a program committee. Since this goal will take at least two to four years to complete, you will need to consider how to structure a new committee or make the assignment to an existing one. Should it be the finance committee’s job? The finance committee already has enough on its plate. This is a time to look at your committee structure with possible changes in mind. As a board, you may need to revamp your entire committee system in order to accomplish this single goal. This may dictate another look at how many people and which people are on the board. The most important things to keep in mind while using your “flexibility lens” is to be sure to allow the board to give their input, consider the strengths of each board member, and use a structure that creates interdependence between members and with staff.

Some of the most common types of committees to consider in a traditional structure include but are not limited to: Development, Nominating, Executive, Finance, Planning, Buildings and Grounds, Marketing/PR, Events, Program, and Personnel. Remember to keep committees small to promote better teamwork. Be clear about each committee’s purpose and give some thought to who should sit on the committee. Look outside the board to find people with specific skills needed to accomplish the purpose of the board. These people are potential future board members. Again, using ad hoc (self-limiting) committees will go a long way to produce more synergy in the group and create an atmosphere of importance.

## Policies and Procedures

Establishing policies and procedures for the organization is one of the six basic responsibilities of the board. This begins with the drafting and amending of two documents that set the rules and procedures for the organization, the articles of incorporation and the bylaws. (Sample articles of incorporation and bylaws are included in our companion handbook, *The Art of Forming a New Nonprofit*, also available on our website.) Other documents that the board may want to consider developing can include but are not limited to a board manual with further clarification of board member roles and other board member issues, a personnel manual for boards with paid staff, policies about conflict of interest, assessment forms and other policies that need drafting for organizational standards. The policies and procedures document is also a good place to establish the type of decision making procedures the board will use to make decisions.

## Decision Making Procedures

The following three major decision making procedures are most commonly used by organizations, both corporate and nonprofit:

**Consensus:** Mutual agreement among all members of a group where all legitimate concerns of members have been addressed to the satisfaction of the group (Saint & Lawson, 1997). Consensus requires unanimity. The decision may not be the first choice of all group members, but every member has agreed to support the final decision and feels that their concerns have been addressed.

**Majority Rule:** Most organizations using parliamentary procedure practice a form of majority rule. In your bylaws, you may have defined what a “quorum” constitutes in order to be able to vote on motions using a majority rule. Your designation of what constitutes a quorum or legally constituted amount of board members to make a decision, should be defined in the bylaws and followed.

**Minority Rule:** Occasionally a decision will need to be made by an outside expert, often a consultant. The board may still retain the right to vote on whether the expert makes the final decision or whether they will deliberate on the expert’s recommendations as a board.



## IDEAS AND TOOLS TO USE THIS INFORMATION

### **As a Board Member:**

- Carefully deliberate the size of the board. The size should reflect the functions of the organization. If you have paid staff, you will also need to take that into consideration.
- Be sure to take selection of new board members seriously. Just because they are friends or business associates does not necessarily make them the best selection.
- Recognize your contribution to making meetings more effective. Read the material sent to you ahead of time so you are fully informed and prepared to address any concerns at the board meeting.
- Always keep the mission of the organization in mind while making important decisions that will impact the organization.
- Express willingness to serve in capacities where you have the greatest strengths.
- Understand your decision making process and follow it.

### **As a Board Chair:**

- Lead the board in looking at the board structure with a “flexibility lens.” Be open to the changes this type of structure will have on your authority. Keep the vision of the organization in mind.
- Know your decision making policy or meeting protocol well. If you follow Robert’s Rules of Order, try to use that procedure as much as possible.
- Discourage the board from making a quick decision without enough information.
- Remember the key role board meetings play in creating an effective board. Encourage a consent agenda and expedite committee reports. Always be open

to incorporating board development and special meetings into the regular agenda.

- Continually look for ways to motivate the board to share their skills and talents. When board members feel appreciated for their unique skills, they are more willing to contribute to the group and have a greater feeling of ownership in the organization.

### **As an Executive Director:**

- Send out as much information as possible before the board meeting as well as material for a consent agenda.
- Keep the board informed of ongoing programs and any new possible committees needed to assist in meeting the goals of those programs.
- Use the three tests to determine what should be included on the agenda and make those recommendations to the board chair.
- Suggest themed meetings when appropriate for the board chair to consider.
- Assist the board as a resource in drafting and amending any documents for policy.



## Who should we select to serve on the board?

*“The recruitment of talented, team-oriented board members may be the number one issue facing the nonprofit sector in the 21<sup>st</sup> century.”* National Center for Nonprofit Boards

Every board needs new members at one time or another, depending on the organization’s policy on board member terms. Often selecting new board members is the sole purpose of a nominating committee. This process is one of the single most important decisions the board makes and can be a crucial factor in the future sustainability of the organization.

In the past, the general school of thought has encouraged board member selection from high profile community members. This “padding the letterhead” approach can often lead to unmotivated “name only” board members who seldom attend meetings or try to control meetings. This is not to say that these people are not appropriate for board member recruitment, merely that their status or name should not be the **only** consideration.

Another common problem with board selection that occurs often in arts and cultural organizations is selecting only artists to serve on the board. This creates a very narrow-minded organizational view and often leads to dysfunction.

When selecting board members, the existing board or nominating committee may want to make several considerations to ensure that their board incorporates diversity, community representation, a variety of skills, talents and above all, common values.

*What are the current needs of the organization and what type of person could assist in meeting those needs?*

If your organization has limited resources and is in need of someone who understands budgetary issues, consider recruiting a person with those skills. If you need to develop a new program that requires some experience, look for someone who has had past experience in that arena. For instance, a board may want to recruit a person with special events experience if they recently decided to hold an annual special event for a fundraiser. If you have scanned your

environment during a board retreat and decided that you need someone on the board to represent the business community, a close look at people who have local business experience would be a good place to begin your search. Keep in mind that often people do not want to be considered solely on the merits of their professional skills. Some professionals are looking for a respite from their day-to-day careers. Clarity about their role from the onset of their board membership will eliminate any misunderstanding of why they were asked to serve on the board.

*Consider your constituency when selecting board members.*

As stated in Chapter Two, one of a board member's key roles is being an advocate for the organization in the community. In trying to create a balanced board, consider having someone on the board who is respected by each of your key allies within the community. For example, if you are an arts council of a community with diverse ethnic groups, consider someone who represents those groups or

is respected by them. This is not advocating token diversity representation but attempting to give some voice to the constituency you serve. An arts festival board may want to have representation from all art genres as well as the business and education community.

*Look for people who are "wealthy."*

This **does not** just mean financially well-to-do people. Money is not the only consideration for "wealthy." This includes people who are wealthy with experience, wealthy with abilities and skills, wealthy with community

connections or simply generous with their time. Members with a balance of all of these kinds of wealth create a board with a variety of resources to access.

*Develop a potential board member profile.*

With input from the entire board, the nominating committee or designated board members can be proactive in board member selection by developing a board member profile or specific job description that reflects the current needs of the organization. These needs may be related to skill sets, constituency representation, diversity issues, or other desired experience or qualifications needed. In addition, this may be a good time to articulate the values of the organization and use those values as a tool for evaluating future board members. A few characteristics you may want to consider to develop a board member profile include but are not limited to the following:

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CHARACTERISTICS OF POTENTIAL BOARD MEMBERS

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- Has prior experience serving on nonprofit boards
- Is able to attend meetings as designated in bylaws
- Is a past donor for the organization
- Is an ongoing patron at organization's events
- Represents the constituency or other key stakeholders
- Is known for leadership qualities in other organizations
- Has specialized knowledge needed
- Has donor connections or networks with known donors
- Adds balance to the board in terms of gender, age, ethnicity
- Known as a good team player
- Has connections or experience with local government

*It is important to understand how a person will add to the ability of the group to make decisions. You will need a sense not only of a person's gifts, knowledge, and contacts but also a sense of how that person is able to function as a member of a group.*

-----Barbara E Taylor, Academic Search Consultant Service



*Make the time to nurture future board members and assure values alignment.*

Nonprofit organizations seldom take the necessary time to nurture future board members. Imagine a large corporation hiring a high profile employee without investing hours of time to interview, check references and make sure that person is a good fit for the job. Some of your best board members will come from volunteers who have had a chance to work with the organization and are committed to

the mission and vision. If they have had a chance to work in the organization, it will be much easier to assess their commitment level and assess if their values align with those of the organization.

After a prospective board member has been identified, taking the time to nurture that person will pay great dividends. Not only will prospective members have a chance to understand the organization and expectations related to the role of a board member, but they will appreciate knowing there are no surprises later on.

*Begin the orientation process during recruitment.*

As you are nurturing future prospective board members, begin to perpetuate a model for responsible governance by informing the prospective member of the organization's governing policies, role expectations, program strategies, organizational history and other

information that would normally be included in a more formal orientation. They should also have a clear understanding of the values, mission, and vision of the organization. By taking the time to do this during the recruitment process, board members can make an informed decision with their eyes open as to whether they can be a productive, committed board member.

*Have a recruitment process or plan in place.*

Adopt an ongoing method of recruitment with input from all board members. There are many possible options of the type of structure needed for the purpose of board member recruitment. Some nonprofit experts suggest using a governance committee solely for the purpose of creating

profiles on prospective board members, interviewing those prospects and nominating their top selections for the general board's approval. This committee could also be

given the task to put in place a process of evaluation or board member assessment. Often, people in organizations haphazardly suggest names for future board members based on casual acquaintance. Imagine hiring someone in a corporation on that basis, yet this person will make many decisions that are equally as important to the organization. Giving considerable time and thought to a recruitment process or plan, making that process part of your bylaws, and implementing that process will contribute to the continuity and stabilization of the board.



## IDEAS & TOOLS TO USE THIS INFORMATION

### **As a Board Member:**

- Always keep board member development in mind when meeting people in the community. Be the ears of the board and learn about the people who may have the needed talents, skills, or connections for the organization.
- Nurture relationships with others who seem to have shared values. Share the organization's vision and mission with them.
- Mentor new board members as they come into the organization. Help them understand the policies and programs so they will soon feel comfortable enough to begin contributing to the organization.
- Adopt an ongoing method of recruitment.

### **As a Board Chair:**

- Remind board members of the need to continually nurture potential new board members in the community.
- Ask for ongoing input from the board as to the needs they perceive the organization to have and who they think would be the best possible board members to fill those needs.
- Assist in developing a board member profile reflecting the needs of the organization.
- Take the time to interview prospective board members to assure values alignment and other expectations are met.

### **As an Executive Director:**

- Assist in the development of a prospective board member profile. If the profile is getting slim, spend a few minutes at board meetings asking the board to brainstorm some new potential board members to add to the list.
- Assist with orientation of new board members. Prepare a board manual for each new board member. **See following suggestions.**

## Possible things to include in a board member orientation packet:

1. History of the organization.
2. Mission , vision, values statements
3. Past two years' budgets
4. Bios and pictures of all current board members/staff (phone #s and other pertinent information)
5. Current organizational programs and events
6. Board structure, organizational chart
7. Bylaws and Articles of Incorporation
8. Committees
9. Past kudos, newspaper articles, brochures etc.
10. Description of board member roles and responsibilities
11. Schedule of upcoming events, board meetings, committee meetings etc.
12. Current long range plan (Strategic Plan) with goals and objectives outlined.



## What can we do to improve board/staff relationships?

*Clearly defined roles are the key to better board/staff relationships*

Many problems that occur between board and staff (paid or non paid) can easily be avoided simply by defining the roles of each. Unfortunately, that is not always as easy as it sounds. Many of our smaller organizations have working boards that wear both hats. In addition, many organizations are in a transitional stage where they may have one or two part time staff; for example, an artistic director and stage manager, and no executive director. The rest of the board is also non paid staff, depending on the committee they chair.

One of the most helpful tools I've discovered is a chart put together by JoAnn W. Kellogg and Patrick Overton (2002), for a professional development program, The Pilot Program, that illustrates both the clearly defined roles of board and staff as well as the shared areas (see page 45). If you are one of those board members who wear two different hats, this will help you define which hat you are wearing at any particular time.

Another use for the chart is to assist you as a board member, an executive director, a board chair or a staff person, to understand your role more clearly. Most of the conflicts I see on a daily basis occur when someone steps out of their role "box" and tries to assume responsibilities not within their position description. This chart can be used as a "reality" check to assist you in determining if you are involved in areas you should not be. This is not always a conscious attempt to control; often, board members or staff are simply trying to make sure the organization accomplishes its mission.

## Communication

Good communication practices within your organization are central to establishing roles in the “gray” area of shared board and staff responsibilities. It helps to get everyone together and create a dialogue about the shared responsibilities and how you are going to negotiate them. This is also a good time to reemphasize the differences between board roles and staff responsibilities and the reasons why these roles are different. Many staff members, paid and non paid, do not understand the nonprofit board member’s fiduciary responsibility to the community. On the other hand, many board members do not understand the daily operations and minutia of the organization. Better communication of these roles within a confirming climate can make a real difference in preventing conflict and perpetuating the effectiveness of the organization in fulfilling its mission.



## IDEAS & TOOLS TO USE THIS INFORMATION

### **As a Board Member:**

- Understand the difference between your roles and responsibilities and those of the staff.
- If you are wearing both the hat of a board member and the hat of a volunteer staff person, be aware of the difference in those roles.
- Be cautious about getting involved in personnel matters regarding staff other than the executive director.
- Avoid micromanaging the organization. Understand your policy and governance role.
- When you plan a visit to the office, make an appointment or call ahead to let the staff know.
- Ask for input from staff when making decisions that will have an impact on the operations of the organization. Respect the staff/administrator as a competent source of organizational knowledge.
- Do what you say you'll do. Follow through.
- Be careful about treating staff members like faceless, menial workers. Commend them when appropriate and be courteous. Celebrate the organization's accomplishments with them.

### **As a Board Chair:**

- Have the board formulate a communication plan that includes how to contact board members and staff as well as public relations, marketing, and advocacy communication policies.
- Remind the board of confidentiality when making decisions or discussing sensitive issues.
- Your relationship with the executive director directly influences the relationships between board and staff. Have an ongoing dialogue with the executive director about the organization and show respect for his/her input.



- Invite the executive director/staff to contribute information when making decisions as a board.
- Always let the staff know when you are planning a site visit.
- Celebrate with the staff and always keep a sense of humor.

### **As an Executive Director:**

- Keep updated information to contact board members and staff.
- Contribute information freely when asked by board members and the board chair.
- Be willing to have ongoing dialogue about implementation of the strategic plan with the board.
- Make sure that all board members get the same information at the same time.
- Assist the board in developing a Communication Plan to include communication policies for advocacy, public relations, marketing plan and board/staff communication practices.
- Keep the board informed of the staff's capacity to carry out the mission and strategic plan. If there are gaps, let the board know. Giving the board a realistic picture of future capacity is also helpful.
- Celebrate your organization's successes with the board.

## The Buck Stops WHERE?

### GOVERNANCE (BOARD)

**VALUES/VISION/MISSION**

**SCOPE LIMITATIONS**

**FIDUCIARY OVERSIGHT**

**LEGAL COMPLIANCE**

**PROVIDE FOR  
ADMINISTRATION**

**POLICYMAKING, including  
but not limited to:**

- Allocation of dollars
- Accountability  
protocol
- Board/staff  
communication

### SHARED RESPONSIBILITIES

**Those functions that are not fixed legally with the Board and contribute to the vitality and well-being of the organization. For example:**

- Defining Community Standards
- Programming: Design/Implementation
- Public Relations/Communication
- Fundraising
- Best Practices
- Organizational Accountability

**DAY TO DAY OPERATIONS  
(dollars, people, work)**

**ARTISTIC KNOWLEDGE  
INSIGHT AND INTEGRITY**

**IMPLEMENTATION OF BOARD  
POLICY**

### ADMINISTRATION (STAFF)



## RESOURCES

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### GOVERNANCE AND BOARD DEVELOPMENT

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# Appendices

## Parliamentary Procedure

Based on Robert's Rules of Order (1977 Edition)

The rules of parliamentary procedure are meant to help, not hinder. Applied with common sense, they should not frustrate the meeting or entangle it in red tape. The chair should retain control, give clear explanations, and keep things as simple as possible. Adhering to protocol and agendas keeps meetings organized. A chair who maintains parliamentary rules at normal times may welcome the general recognition of rules during a stressful meeting.

When in doubt, the underlying rule is:

- Respect the wishes of the majority;
- Protect the minority;
- Do what seems fair and equitable

### Responsibilities of the Chair

1. Recognize board members entitled to speak or propose motions. Note: some motions may be made while another member has the floor. Speaker must state the purpose of the interruption so the chair can rule on its validity.
2. Restate motions after they have been seconded, then open discussion.
3. Close discussion and put motions to vote. Votes on motions that are not debatable should be called immediately. Restate the motion exactly as it was made or amended before calling for a vote.
4. Announce the result of a vote immediately. A tie vote defeats a motion requiring a majority of those voting. The chair may vote to make or break a tie.

5. Avoid entering any controversy or interfering with legitimate motions.
6. Maintain order and proper procedure, making necessary rulings promptly and clearly.
7. Expedite board business in every way compatible with the rights of board members. You can allow brief remarks on motions that are not debatable, advise board members how to take action (proper motion or form of motion), or order proposed routine action without a formal vote (for example, "If there is no objection, the minutes will stand approved as read. Hearing no objection so ordered.")

### Principles of Parliamentary Law

1. Parliamentary procedure requires that all board members have equal right; there must be mutual respect among board members; and the rights of the minority to initiate motions, debate, and have their votes counted be protected, while at the same time the will of the majority governs.
2. Only one item may be under consideration at a time.
3. The majority vote decides the questions.
4. Any matter once decided cannot be brought up again at the same meeting, except by a motion to reconsider.
5. The simplest, clearest and most expeditious way is considered proper, as long as it does not violate the rights of board members.

### Proposing and Disposing of a Motion

1. Gain floor by being recognized by chair.
2. State motion. (I move that....)
3. Motion can be seconded by any member without gaining floor.
4. Chair state motion (if proper) and opens it for discussion (if debatable).
5. During discussion, the motion may be amended or disposed of by postponement (to a time certain or indefinitely), referral to a committee, or tabling.
6. The chair puts the motion to a vote when there is no further discussion.
7. The chair announces the outcome of the vote.

## Motions

1. **Motion to take from table** – requires second, not debatable, not amendable.
  - a. **Purpose:** To bring up for consideration an issue that has been laid on the table.
  - b. **Effect of adoption:** Puts motion before board again in exactly the same condition as when laid on table.
2. **Motion to reconsider** – requires second, debatable, not amendable.
  - a. **Purpose:** To set aside a previous vote and reconsider the question for adoption or rejection.
  - b. **Restrictions:** Used only if vote cannot be reversed with more simple procedures. Motion must be made by member who voted on the prevailing side. May not be made later than the next meeting after the vote to which it applies. If action has already been implemented, vote cannot be reversed. Motion may be made when another member has the floor, but its consideration is the same for a main motion.
  - c. **Effect of motion:** Stops any action authorized by the original vote.
  - d. **Effect of adoption:** Sets aside original vote, puts matter back to where it was just before the vote was taken.
3. **Main Motion** – requires second, debatable, amendable.
  - a. **Purpose:** To bring an issue up for consideration or action.
  - b. **Effect of adoption:** Action authorized.
4. **Motion to postpone indefinitely** – requires second, debatable, not amendable.
  - a. **Purpose:** To kill main motion without a formal vote; trial vote to test strength.
5. **Motion to amend a motion** – requires second, debatable (not debatable if motion to which it applies is not debatable).
  - a. **Purpose:** To put motion in most acceptable form before voting on it, by striking out or inserting words or substituting one paragraph or motion for another.
  - b. **Restrictions:** An amendment to a pending amendment may be proposed, but not an amendment to the third degree. Any germane amendment is in order as long as it is not identical in effect to a no vote on the main motion.
  - c. **Effect of adoption:** Changes the wording of the pending motion.
6. **Motion to refer to a committee:** requires second, debatable, amendable.
  - a. **Purpose:** To have a matter studied by a committee.



- b. **Form:** Motion may include membership of committee and instructions to it, and may be amended with respect to these matters.
  - c. **Effect of adoption:** Disposes of motion until committee reports back or is discharged by the board.
- 7. **Motion to limit debate or extend limits** – requires second, not debatable, amendable.
  - a. **Purpose:** To regulate length of time a question may be discussed or length of time allotted to each speaker.
  - b. **Form:** Motion states limits and may be amended in this regard.
- 8. **Motion on previous question** – requires second, not debatable, not amendable.
  - a. **Purpose:** To have discussion ended immediately and a vote taken.
  - b. **Form:** May specify only the immediately pending question, of all pending questions.
  - c. **Effect of adoption:** Chair must immediately put question to a vote and allow no further discussion.
  - d. **NOTE:** This motion should not be confused with the call for the “question” which is only a suggestion that the board members are ready to vote, and may not be used to deprive any board member of the right to continue the discussion if desired.
- 9. **Motion to table** – requires second, not debatable, not amendable.
  - a. **Purpose:** To set matter aside temporarily. May be moved even after the previous question has been ordered.
  - b. **Effect of adoption:** Matter on table may be brought up again, but not later than the next meeting, by adoption of a main motion to take it off the table.
- 10. **Question of order** – no second required, decision of chair, not debatable.
  - a. **Purpose:** To ask that a rule that is being violated be observed.
  - b. **Form:** Floor is gained, even while another is talking, by stating, “Chairperson, I rise to a point of order.” Chair asks member to state point, then rules whether point is well taken. If point is accepted, Chair makes ruling. If point is not accepted, Chair overrules point of order.
- 11. **Division of board** – no second required, no vote necessary, not debatable, not amendable.
  - a. **Purpose:** To secure a recount of a vote by a more accurate method than originally used.
  - b. **Form:** board member, without recognition says, “I call for a division.”

12. **Appeal Chair's decision** – requires a second, debatable (debatable if pending question is debatable. Can be laid on table, which takes the pending with it), not amendable.

- a. **Purpose:** To overrule a decision made by the chair.
- b. **Form:** Board member says, “Chairperson, I appeal from the decision of the chair.”
- c. **Restrictions:** Motion must be made as soon as the decision is announced.
- d. **Effect of adoption:** If less than majority sustain chair decision is reversed.



## Board Meeting Evaluation

|   | O.K. | Needs Improvement | Suggestions for Improvement |
|---|------|-------------------|-----------------------------|
| 1. The agenda was clear, supported by the necessary documents, and circulated prior to the meeting.   |      |                   |                             |
| 2. All board members were prepared to discuss materials sent in advance.  |      |                   |                             |
| 3. Reports were clear and contained needed information including future actions.  |      |                   |                             |
| 4. We avoided getting into administrative/mgmt details and minutia.   |      |                   |                             |
| 5. A diversity of opinions was expressed and issues dealt with in a respectful manner. Conflicts were handled right away and according to policy. |      |                   |                             |
| 6. The chair guided the meeting effectively and members participated responsibly.   |      |                   |                             |
| 7. Next steps were identified and responsibility assigned.  |      |                   |                             |
| 8. All board members were present.  |      |                   |                             |
| 9. The meeting began and ended promptly.  |      |                   |                             |
| 10. The meeting room was conducive to work.   |      |                   |                             |
| 11. We enjoyed being together.  |      |                   |                             |

Adapted from National Center for Nonprofit Boards

## Individual Board Member Self-Evaluation

Use the following questions for individual board member evaluation. Board members answering yes to these questions are likely to be fulfilling their responsibilities as board members. (National Center for Nonprofit Boards)

|   | Yes | No | Not sure |
|---|-----|----|----------|
| 1. Do I understand and support the mission of the organization?                             |     |    |          |
| 2. Am I knowledgeable about the organization's programs and services?                       |     |    |          |
| 3. Do I follow trends and important developments related to this organization?              |     |    |          |
| 4. Do I assist with fund-raising and/or give a significant annual gift to the organization? |     |    |          |
| 5. Do I read and understand the organization's financial statements?                        |     |    |          |
| 6. Do I have a good working relationship with the chief executive?                          |     |    |          |
| 7. Do I recommend individuals for service to this board and committees?                     |     |    |          |
| 8. Do I prepare for and participate in board meetings and committee meetings?               |     |    |          |
| 9. Do I act as a good-will ambassador to the organization?                                  |     |    |          |
| 10. Do I find serving on the board to be a satisfying and rewarding experience?             |     |    |          |

Adapted from National Center for Nonprofit Boards

## Goals Worksheet

A goal is an overarching end you wish to accomplish and is usually very broad. Objectives are the realistic, achievable means (action oriented) to reach that goal. Think of the goal as the “destination” and the objectives as roads, transportation vehicles, etc. to reach that destination.

Goals

1.

2.

3.

4.

5.

6.

## Action Plan

Goal: \_\_\_\_\_

| Objectives (Measurable Outcomes) | Who will Implement? | Timeline | Other Resources |
|----------------------------------|---------------------|----------|-----------------|
| 1.                               |                     |          |                 |
| 2.                               |                     |          |                 |
| 3.                               |                     |          |                 |
| 4.                               |                     |          |                 |

|    |  |  |  |
|----|--|--|--|
| 5. |  |  |  |
| 6. |  |  |  |





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